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## THE YAMUNA SYNDICATE LIMITED

Registered Office : Radaur Road, Yamunanagar – 135 001, Haryana  
CIN : L24101HR1954PLC001837, Website : www.yamunasyndicate.com,  
Phone : +91-1732-255479, Fax : +91-1732-251802, E-mail : companysecretary@yamunasyndicate.com

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01

### NOTICE

Notice is hereby given that the 65<sup>th</sup> Annual General Meeting of the Members of The Yamuna Syndicate Limited will be held on Saturday, August 10, 2019 at 11:00 a.m. at the office premises of Saraswati Sugar Mills Ltd., Radaur Road, Yamunanagar (Haryana) (opposite Registered Office of the Company), to transact the following business: -

#### **As Ordinary Business:**

1. To receive, consider and adopt :
  - (a) the audited financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Auditors thereon.
2. To declare dividend @ Rs. 40(Rupees forty) per Equity Shares for the financial year ended March 31, 2019.
3. To appoint a Director in place of Mr. Ranjit Puri (DIN: 00052459), who retires by rotation and being eligible, offers himself for re-appointment.

#### **As Special Business:**

#### **4. Payment of Commission to Non- Executive Directors:**

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT in accordance with the provision of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, and the Rules framed under the Act and subject to all applicable approval(s) as may be required, the non-executive Directors, be collectively paid a commission of 1% of the net profit of the Company computed in the manner referred to in sub-section (1) of Section 198 of the Act, which shall be shared by each such Director equally, with effect from April 01, 2019.

RESOLVED FURTHER THAT if in any relevant financial year the amount of such commission exceeds Rs. 5,000/- per annum for each such Director, then each such Director shall be paid Rs. 5,000/- per annum instead of the amount determined on the basis of 1% of the net profits.

RESOLVED FURTHER THAT if any such Director has held that office for a shorter period in any relevant year, he shall be paid the commission proportionately for that period.

RESOLVED FURTHER THAT the amount available as Directors remuneration in accordance with the provisions of Section 198 of the Companies Act, 2013, is smaller than any of the amounts mentioned hereto, then such Director shall be entitled to that lesser amount to be shared on the above stipulated basis.”

This resolution shall remain in force for a period of five years with effect from April 1, 2019.

By Order of the Board of Directors  
For The Yamuna Syndicate Limited

Place : Yamunanagar- 135 001, Haryana  
Dated : July 12, 2019

(Ashish Kumar)  
Company Secretary

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- (a) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll of himself/ herself and a proxy need not be a member of the Company. Proxy, in order to be effective, must be received by the Company not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to the notice.
- (b) As per Section 105 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding 50(fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. Further, a member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Corporate shareholders and other incorporated bodies shareholders including Trust, HUF, etc. intending to send their authorized representative to attend the meeting are requested to bring along with them, a certified true copy of resolution of the Board of Directors or committee thereof/power of attorney, authorizing such person to attend and vote on its behalf at the meeting.

3. The members/proxies/authorized representatives are advised to bring original photo identity for verification, if required.

4. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. The Shareholders may request for any communication to Company's email id : [companysecretary@yamunasynndicate.com](mailto:companysecretary@yamunasynndicate.com)

5. Notice of AGM, Annual Report and other documents are being sent electronically to all members, whose e-mail IDs are registered with the Company/Depository Participants for communication purpose, unless any member has requested for a hard copy of the same. For Members who have not registered their email address, hard copy of the Notice, Annual Report and other documents are being sent in the permitted mode. These circulated documents are also available on the Company's website [www.yamunasynndicate.com](http://www.yamunasynndicate.com)

**6. Book Closure:**

The Register of Members and Share Transfer Books of the Company shall remain closed from August 1, 2019 to August 10, 2019 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

**7. Payment of Dividend:**

Dividend on Equity Shares for the year ended March 31, 2019 will be paid after declaration in the meeting :

- (a) In respect of shares held in physical form, to those Members whose name appear on the Register of Members on August 10, 2019, after giving effect to all valid share transfers lodged with the Company on or before July 31, 2019.
- (b) In respect of shares held in electronic form, to those beneficial owners, whose names appear in the statements of beneficial ownership furnished by NSDL and CDSL, as at the end of business hours on July 31, 2019.

8. Members are requested to intimate change, if any, in their address, to the Company at its Registered Office or to the address of Registrar & Transfer Agent of the Company i.e. Alankit Assignment Limited at 1E/13 Jhandewalan Extension, New Delhi-110055 (Phone Number-+91-11-42541234,23541234, e-mail address : [rta@alankit.com](mailto:rta@alankit.com)).

9. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debenture) Rules, 2014, Shareholders are entitled to make a nomination in respect of shares held by them, Shareholders desirous of making nomination are requested to send their request in Form SH-13.

10. The Members, who have not yet lodged their claim for amounts of Dividend lying unclaimed with the Company, are hereby requested to lodge the same immediately with the Company. In term of Section 124 and Section 125 of the Companies Act, 2013, all shares in respect of which dividend has not been claimed for seven consecutive years, such shares shall be transferred to Investor Education and Protection Fund of the Central Government.

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- 11 The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank details for all members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the office of the Company or to address of Registrar & Transfer Agent of the Company, if not submitted earlier.
12. Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) and as per Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India, the Particulars of Director retiring by rotation and seeking re-appointment at the Annual General Meeting, are given hereunder :

### Item No. 3

Name of the Director	Mr. Ranjit Puri
Date of Birth	04.03.1940
Age (in years)	79 years (Since Mr. Ranjit Puri has attained the age of 75 Years. The Shareholders have approved continuation of his directorship by way of Special Resolution on March 16, 2019 through Postal Ballot process, as required under LODR Regulations as amended.)
Date of Appointment	01.05.1996
Qualification	B.Sc. Industrial Management from Massachusetts Institute of Technology (USA)
Board position held	Non-Executive Chairman & Promoter
Number of Board Meeting attended during financial year 2018-2019	04 (four)
Remuneration paid during financial year 2018-2019	Rs. 5000/- as Directors' Commission.
Relationship with other Directors	Mr. Ranjit Puri is father of Mr. Aditya Puri, Director
Nature of his expertise along with experience (in years)	Mr. Ranjit Puri has enriched experience in Managing Companies of over 50 years
Term and condition of appointment/re-appointment	Liable to retirement by Rotation.
Other Directorship	i) Isgec Heavy Engineering Limited ii) Saraswati Sugar Mills Limited iii) Jullundur Motor Agency (Delhi) Limited. iv) Isgec Engineering & Projects Limited
Chairman/Member of Committee of the Board of Companies of which he is a Director	<b>Isgec Heavy Engineering Ltd</b> -Chairman-Stakeholders Relationship Committee -Chairman- Corporate Social Responsibility Committee <b>Saraswati Sugar Mills Ltd.</b> -Member- Audit Committee -Member- Nomination and Remuneration Committee -Chairman- Corporate Social Responsibility Committee
Shareholding in the Company	77386 (25.18%)-Self and 70642 (22.98%)- Ranjit Puri (HUF)

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### 13. E-Voting:

Information and other instructions relating to e-voting are as under:

- (a) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting (SS-2), the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electric voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- (b) The remote e-voting period commences on **August 7, 2019 at 9:00 a.m.** and ends on **August 9, 2019 at 5:00 p.m.** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 3, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5:00 p.m. on August 9, 2019. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (c) The process and manner for remote e-voting are as under: NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### A Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-voting website of NSDL. Open the web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which available under 'Shareholders section'.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a. Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button

### **B. Step 2: Cast your vote electronically on NSDL e-Voting system:**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

### **General Guidelines for shareholders:**

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rkbhalls@yahoo.com](mailto:rkbhalls@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

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- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- d) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants or requesting physical copy] :
  - i. Initial password is provided at the bottom of the Attendance Slip for the AGM.
  - ii. Please follow all steps from Sl. No. A. (1) to B. (8) above, to cast vote.
- e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)
- f) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 3, 2019 .
- g) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date, i.e., August 3, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Company/ RTA.
- h) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- i) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- j) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- k) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled for voting at the AGM through ballot paper, in case he/she does not avail the facility of remote e- voting.
- l) Mr. Rajinder Kumar Bhalla, Practicing Company Secretary (Membership No. A-10525), (Email Id : [rkbhallacs@yahoo.com](mailto:rkbhallacs@yahoo.com)) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- m) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- n) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- o) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz; [www.yamunasyndicate.com](http://www.yamunasyndicate.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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07

**ANNEXURE TO THE NOTICE DATED JULY 12, 2019**  
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND**  
**SECRETARIAL STANDARD-2 (SS-2) ON “GENERAL MEETINGS”.**

Item No. 4

Shareholders in Annual General Meeting held on August 4, 2014, approved payment of commission not exceeding Rs. 5,000/- p.a. to each of the Non-Executive Director.

The approval was valid up to March 31, 2019. The proposed resolution seeks renewal of Shareholders' Approval for a further period of five years from April 1, 2019 to March 31, 2024. There is no change in the terms of approval.

All the Directors are interested in the resolution to the extent of commission sought to be paid. None of the Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors  
For The Yamuna Syndicate Limited

Place : Yamunanagar- 135 001, Haryana  
Dated : July 12, 2019

(Ashish Kumar)  
Company Secretary

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# THE YAMUNA SYNDICATE LIMITED

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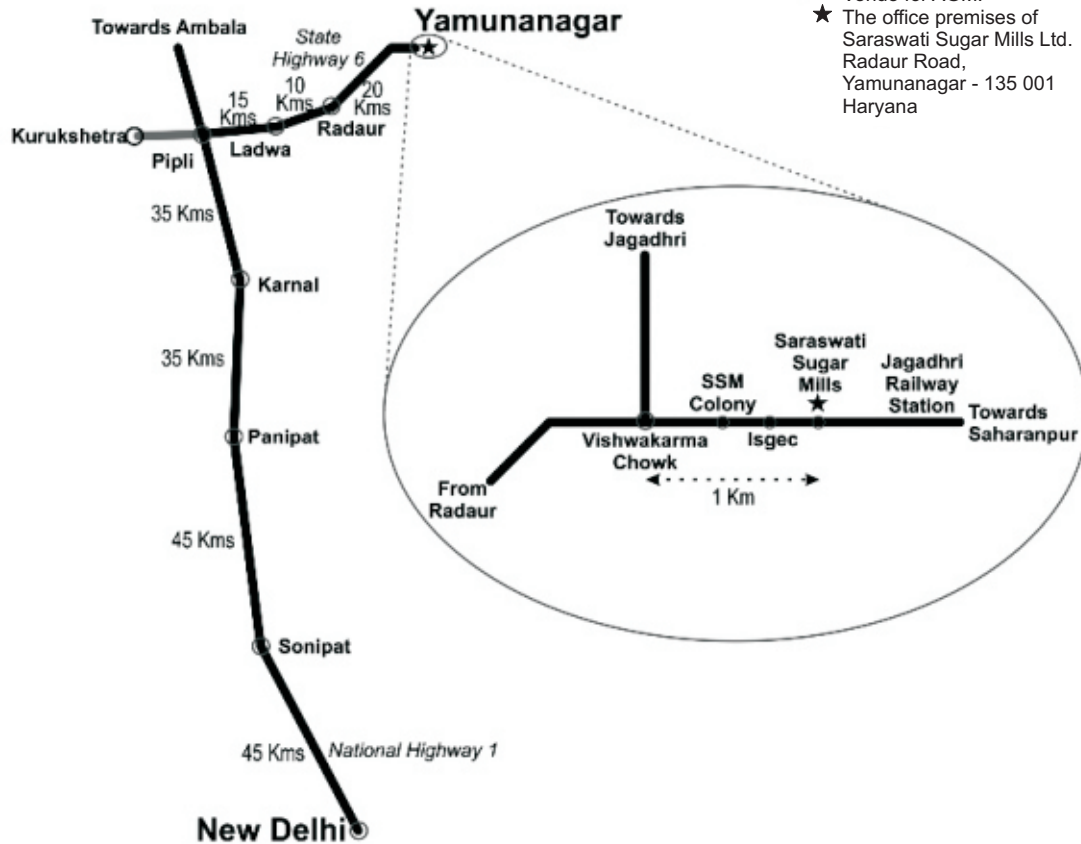
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Distance from New Delhi border - approx. 200 Km

All distances shown in the map are approx. & indicative.



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### ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall

Name of the Shareholder (In Block Letters)	
Address of the Shareholder	
DP Id*/Client Id*/Folio No.	
No. of Shares	

I hereby record my presence at the 65<sup>th</sup> Annual General Meeting of the Company held on Saturday, August 10, 2019 at 11.00 a.m. at the office premises of Saraswati Sugar Mills Ltd., Radaur Road, Yamunanagar-135001 (Haryana).

\*Applicable for shareholders holding shares in electronic form.

\_\_\_\_\_  
Signature of Shareholder/Proxy

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

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**Form No. MGT-11**

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :	
Registered Address :	
Email Id :	
Folio No./Client ID :	DP ID :

I/We, being the member(s) holding .....shares of the above named Company, hereby appoint

- Name :.....  
Address:.....  
E.mail ID:.....Signature:..... or failing him
- Name :.....  
Address:.....  
E.mail ID:.....Signature:..... or failing him
- Name :.....  
Address:.....  
E.mail ID:.....Signature:.....

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 65<sup>th</sup> Annual General Meeting of the Company, to be held on August 10, 2019 at 11:00 a.m. at Yamunanagar and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business**

Item No.	Description of Resolution	Type of Resolution
1(a).	Adoption of financial statements for the financial year ended March 31, 2019	Ordinary Resolution
1(b).	Adoption of consolidated financial statements for the financial year ended March 31, 2019.	Ordinary Resolution
2.	Declaration of Dividend on Equity Shares for the year ended March 31, 2019.	Ordinary Resolution
3.	Re-appointment of Mr. Ranjit Puri (DIN :00052459), retiring by rotation	Ordinary Resolution
<b>Special Business</b>		
4.	Payment of commission to non-executive Directors	Ordinary Resolution

Signed this.....day of.....2019

Signature of shareholder ..... Signature of Proxy holder(s) .....



**Note: This form of proxy in order to be effective should be duly completed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**